

**ALSTON & BIRD LLP**

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*Attorneys for Cupid Foundations, Inc.*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
: :  
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)  
: :  
Debtors. : (Jointly Administered)  
-----X

**AFFIDAVIT OF SERVICE**

STATE OF NEW YORK     )  
                                  )     ss.:  
COUNTY OF NEW YORK    )

Leslie Salcedo, being duly sworn, hereby deposes and says:

1. I am over 18 years of age and am not a party to the above-captioned proceedings.  
I am employed by Alston & Bird, LLP, having offices at 90 Park Avenue, New York, New York  
10016.

2. On December 21, 2018, I caused a true and correct copy of Motion of Cupid  
Foundations, Inc. for Allowance of Section 503(b)(9) Administrative Expense Claim [Docket  
No. 1385], to be served upon the parties listed on the attached Service List in Exhibit A and in

the manner indicated.

/s/ Leslie Salcedo

Leslie Salcedo

Sworn to before me this  
21<sup>st</sup> day of December, 2018.

/s/ Tina M. Zoccali

Tina M. Zoccali

Notary Public, State of New York

No. 01ZO6059025

Qualified in Rockland County

Commission Expires May 21, 2019

Exhibit A

VIA EMAIL	DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
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Exhibit A

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Exhibit A

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Exhibit A

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Exhibit A

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Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust	2950 Express Drive South, Suite 210		Islandia	NY	11749		303-262-0707		Michael.smith2@computershare.com
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Counsel to MJ Holding Company, LLC	Chuhak & Tecson, P.C.	Attn: Miriam R. Stein	30 South Wacker Drive	Suite 2600	Chicago	IL	60606		312-444-9300		mstein@chuhak.com
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Neil E. Herman	101 Park Avenue		New York	NY	10178-0600		212-309-6000	212-309-6001	neil.herman@morganlewis.com
Counsel to Duff & Phelps, LLC	Ropes & Gray LLP	Attn: Nicholas M. Berg, Timothy Farrell	191 North Wacker Drive	32nd Floor	Chicago	IL	60606-4302		312-845-1200	312-845-5500	nicholas.berg@ropesgray.com timothy.farrell@ropesgray.com nkenworthy@mrllaw.net
Counsel to Prince George's County, Maryland and Calvert County, Maryland	Meyers, Rodwell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy	6801 Kenilworth Avenue	Suite 400	Riverdale	MD	20737-1385		301-699-5800		
Counsel to Hanesbrands, Inc.	Waldrup LLP	Attn: Thomas W. Waldrup, Jr.	101 S. Stratford Road	Suite 210	Winston-Salem	NC	27104		336-717-1440	336-717-1340	notice@waldrupllp.com
Counsel to The Chamberlain Group, Inc.	Fox Swibel Levin & Carroll LLP	Attn: N. Neville Reid	200 West Madison Street	Suite 3000	Chicago	IL	60606		312-224-1200	312-224-1201	nreid@foxswibel.com
Counsel to Spring Branch Independent School District, et al	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Owen M. Sonik	1235 North Loop West	Suite 600	Houston	TX	77008		713-862-1860	713-862-1429	osonik@pbfc.com
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Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq.	4 Times Square		New York	NY	10036		212-735-3000	212-735-2000	Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Peter M. Gihuly, Ted A. Dillman	355 South Grand Ave	Ste. 100	Los Angeles	CA	90071-1560				peter.gihuly@lw.com ted.dillman@lw.com
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy	501 Carr Road	Suite 100	Wilmington	DE	19801		302-888-7420	302-421-9137	phealy@wfsfbank.com
Counsel to Invicta Watch Company of America, Inc.	Saul Ewing Arnstein & Lehr LLP	Attn: Phillip M. Hudson III, Carmen Contreras-Martinez	200 S. Biscayne Blvd.	Suite 3600	Miami	FL	33131		305-428-4500	305-374-4744	phil.hudson@saul.com carmen.contreras-martinez@saul.com
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Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances	Rultz Maddox Dickens PLC	Attn: Phillip A. Martin, Laura M. Brymer	101 South Fifth Street	27th Floor	Louisville	KY	40202		502-588-2000	502-588-2020	pmartin@fmdlegal.com lbrymer@fmdlegal.com
Counsel to Brixmor Property Group, Inc. and Federal Realty Investment Trust	Ballard Spahr LLP	Attn: David L. Pollack	52nd Floor - Mellon Bank Center	1735 Market Street	Philadelphia	PA	19103		215-864-8325	215-864-9473	pollack@ballardspahr.com

Exhibit A

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang	No. 2 Jianshe Road Baodi District		Tianjin	Tianjin	301200	China	86-22-29243522		powerwangtxks@vip.126.com
Counsel to the McClatchy Company and its Affiliates	Felderstein Fitzgerald Willoughby & Pascuzzi LLP	Attn: Paul J. Pascuzzi	400 Capitol Mall	Suite 1750	Sacramento	CA	95814		916-329-7400 ext 222	916-329-7435	ppascuzzi@ffwplaw.com
Counsel to Caparra Center Associates, San Patricio Plaza ("SPPL") Landlord	Law Offices of Penny R. Stark	Attn: Penny R. Stark	9861 Sunrise Lakes Boulevard	Suite 308	Fort Lauderdale	FL	33322		954-774-4762	877-795-8298	pstarkesq@gmail.com
Counsel to Paco (China) Garment Ltd.	Smiley Wang-Ekwall, LLP	Attn: Lei Lei Wang Ekwall, Philip E. Strok	3200 Park Center Drive	Suite 250	Costa Mesa	CA	92626		714-445-1000	714-445-1002	pstrok@swelawfirm.com
Counsel to Stanley Black & Decker, Inc. and affiliated entities	Crawth, Swaine & Moore LLP	Attn: Paul H. Zumbro	Worldwide Plaza	825 Eighth Avenue	New York	NY	10019		212-474-1036	212-474-3700	pzumbro@cravath.com
Counsel to the Comptroller of Public Accounts of the State of Texas	Office of the Texas Attorney General	Attn: Rachel R. Obaldo, Assistant Attorney General	Bankruptcy & Collections Division MC 008	P.O. Box 12548	Austin	TX	78711-2548		512-475-4551	512-936-1409	rachel.obaldo@oag.texas.gov
Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singhi, Jared R. Friedmann, Jessie B. Mishkin, Esq.	767 Fifth Avenue		New York	NY	10153		212-310-8000	212-310-8007	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singhi@weil.com jerileigh.miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com rdavis@cafarocompany.com
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Cafaro Management Company	Attn: Richard T. Davis	5577 Youngstown-Warren Rd.		Niles	OH	44446		330-747-2661	330-743-2902	
Counsel to Washington Prime Group Inc.	Frost Brown Todd LLC	Attn: Ronald E. Gold & AJ Webb	3300 Great American Tower	301 East Fourth Street	Cincinnati	OH	45202		513-651-6800	513-651-6981	rgold@fbtllaw.com awebb@fbtllaw.com
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey	201 Varick St.	Ste. 1006	New York	NY	10014		212-510-0500	212-668-2255	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov
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Counsel to Red Bull North America, Inc.	Snell & Wilmer L.L.P.	Attn: Robert R. Kinas	3883 Howard Hughes Parkway	#1100	Las Vegas	NV	89169-5958		703-784-5203		rkinas@swlaw.com
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Exhibit A

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Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, and ESL Investments, Inc. and its affiliates (including JPP, LLC and JPP II, LLC)	Cleary, Gottlieb, Steem & Hamilton LLP	Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver, Rahul Mukhi, Jennifer Kennedy Park	One Liberty Plaza		New York	NY	10006		212-225-2416, 212-225-2000	212-225-3999	soneal@cghs.com jbromley@cghs.com aweaver@cghs.com rmukhi@cghs.com jkoark@cghs.com
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Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances, (i) GLP US Management, LLC, (ii) Icon Owner Pool 4 Northeast/Midwest, LLC, (iii) Western B Southeast FL, LLC, (iv) Icon Owner Pool 1 West/Southwest, LLC, (v) Icon Owner Pool 1 SF Non-Business Parks, LLC, (vi) Icon DP MD Owner Pool 2 West/Northeast/Midwest, LLC, and (vii) Icon Owner Pool 1 SF Business Parks, LLC	Klestadt Winters Jeweller Southard & Stevens, LLP	Attn: Sean C. Southard, Lauren C. Kiss	200 West 41st Street	17th Floor	New York	NY	10036-7203		212-972-3000	212-972-2245	ssouthard@klestadt.com lkiss@klestadt.com
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director	Office of the General Counsel	1200 K Street, N.W.	Washington	DC	20005-4026		202-326-4400; 202-326-4020	202-326-4112	Starr.Judith@pbgc.gov mccarron.william@pbgc.gov efile@pbgc.gov
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Counsel to Washington Prime Group Inc.	Cooley LLP	Attn: Seth Van Aalten, Sarah Carnes	1114 Avenue of the Americas		New York	NY	10036		212-479-6000	212-479-6275	svanaalten@cooley.com scarnes@cooley.com
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Counsel to Hansae Co. Ltd., Kin Properties, Inc., Aleff LLC, Arcolo Limited Partnership; Cansan Company, LLC; Fairisan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schriener and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Allison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugentape LLC	Blank Rome LLP	Attn: Stanley B. Tarr, Evan J. Zucker	The Chrysler Building	405 Lexington Avenue	New York	NY	10174		212-885-5000	212-885-5001	Tarr@BlankRome.com EZucker@BlankRome.com
County of Imperial, California	Imperial County Treasurer- Tax Collector	Attn: Karen Vogel, Treasurer-Tax Collector	940 West Main Street	Suite 106	El Centro	CA	92243		442-265-1270	442-265-1272	taxcollector@co.imperial.ca.us
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Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, OND Property, LLC, B.K. Hooksett, LLC and R.K. Associates #5, Inc.	Goulston & Storrs PC	Attn: Trevor R. Hoffmann	885 Third Avenue	18th Floor	New York	NY	10022		212-878-5048	212-878-6911	thoffmann@goulstonstorr.com
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Counsel to the County of Anderson, Texas, Bastrop County Water Control and Improvement District #2, The County of Bastrop, Texas, Tax Appraisal District of Bell County, The County of Bosque, Texas, Bowie Central Appraisal District, The County of Brazos, Texas, Brown County Appraisal District, Burnet Central Appraisal District, Cherokee County Appraisal District, The County of Cherokee, Texas, The County of Comal, Texas, The County of Coryell, Texas, The County of Denton, Texas, Denton County Road Utility District #1, County of Erath, The County of Guadalupe, Texas, Harrison Central Appraisal District, The County of Harrison, Texas, The County of Hays, Texas, The County of Henderson, Texas, The County of Jasper, Texas, Groesbeck Independent School District, The City of Groesbeck, Texas, Mexia Independent School District, City of Waco and/or Waco Independent School District, Midland Central Appraisal District, Central Appraisal District of Taylor County, Terry County Appraisal District, The County of Wharton, Texas and The County of Williamson, Texas, (jointly "The Texas Ad Valorem Taxing Jurisdictions")	McCreary, Veselka, Bragg & Allen, P.C.	Attn: Lee Gordon, Tara LeDay	P. O. Box 1269		Round Rock	TX	78680		512-323-3200	512-323-3205	tleday@mvbalaw.com
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Counsel to Movant Mario Aliano	Zimmerman Law Offices, P.C.	Attn: Thomas A. Zimmerman, Jr.	77 West Washington Street	Suite 1220	Chicago	IL	60602		312-440-0020	312-440-4180	tom@attorneyzim.com
Counsel to Levin Management Corporation, Phillips Edison & Company, Conopco Inc. dba Unilever	Stark & Stark, P.C.	Attn: Thomas S. Onder, Joseph H. Lemkin	P.O. Box 5315		Princeton	NJ	08543		609-219-7458, 609-791-7022	609-896-0629, 609-896-0629	tonder@stark-stark.com jlemkin@stark-stark.com
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
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VIA FIRST CLASS MAIL											
DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to Aransas County, Bee County, Jim Wells CAD, Nueces County, City of Harlingen, Hidalgo County, Victoria County, Blanco CAD, Harlingen CISD, Cameron County	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane Wade Sanders	P.O. Box 17428		Austin	TX	78760		512-447-6675	512-443-5114	
Counsel to Creditor Hudson Concourse, LLC	Montee & Associates	Attn: Kevin P. Montee, Esq.	1250-1 Newell Ave.	Suite 149	Walnut Creek	CA	94596		925-979-5579	925-955-1648	
Debtors	Sears Holding Corporation	Attn: Stephen Sitley Esq., Luke J. Valentino, Esq	3333 Beverly Road		Hoffman Estates	IL	60179				
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration	101 Barclay St., Floor 8W		New York	NY	10286				
Counsel to Travis County	Travis County Attorney	Attn: David Escamilla	P.O. Box 1748		Austin	TX	78767		512-854-9092	512-854-9316	
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator	Corporate Capital Markets	50 South Sixth Street, Suite 1290	Minneapolis	MN	55402				
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmore Management Group LLC	Attn: Donald C. Cowan, Jr.	1265 Scottsville Road		Rochester	NY	14624		585-464-9400	585-464-8419	